

FILED
In the Office of the
Secretary of State of Texas

ARTICLES OF INCORPORATION
OF
LIVEABLE CITY

MAR 15 2002

Corporations Section

The undersigned, a natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the Corporation is Liveable City.

ARTICLE 2

NON-PROFIT CORPORATION

The Corporation is a non-profit corporation.

ARTICLE 3

DURATION

The period of its duration is perpetual.

ARTICLE 4

PURPOSE

4.1 The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

4.2 The primary purpose of the Corporation, subject to the limitations herein provided, is to address the long-term social, environmental, and economic needs of the people of Austin and the Central Texas region including creating a new community model and improving the quality of life for the people in the region.

4.3 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Four hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 5

DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 6

MEMBERS

The Corporation shall have members. There shall be only one class of members.

ARTICLE 7

AGENT FOR PROCESS

The street address of the Corporation's initial registered office is 3213 Bonnie, Austin, Texas 78703, and the name of its initial registered agent at such address is Marianne S. Dwight.

ARTICLE 8

DIRECTORS

The number of directors constituting the Corporation's initial board of directors is 12, and the names and addresses of the persons who are to serve as directors until their successors are elected and have qualified are:

NAME:	ADDRESS:
Cathy Echols	4002 Avenue C, Austin, Texas 78751
Robin Rather	805 Ethel Street, Austin, Texas 78704
Brigid Shea	2604 Geraghty, Austin, Texas 78757
Eugene Sepulveda	828 Harris Ave., Austin, Texas 78705
Niyanta Spelman	3802 Avenue F, Austin, Texas 78711
Bill Spelman	3802 Avenue F, Austin, Texas 78751
Steven Tomlinson	828 Harris Ave., Austin, Texas 78705
Jim Walker	3102 Breeze Terrace, Austin, Texas 78722
Mark Yznaga	2401 Briargrove, Austin, Texas 78704
Marianne S. Dwight	3213 Bonnie, Austin, Texas 78703
Hector Ortiz	1501 Barton Springs Rd., #204, Austin, Tx 78704
Lydia Ortiz	1501 Barton Springs Rd., #204, Austin, Tx 78704

ARTICLE 9

EXEMPTION OF DIRECTORS FROM LIABILITY

A director of the Corporation shall not be personally liable to the Corporation for monetary damages for an act or omission in the director's capacity as a director, except to the extent that any applicable law may prevent such director from being relieved of such personal liability. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation of the personal liability of a director of the Corporation existing at the time of such repeal or modification.

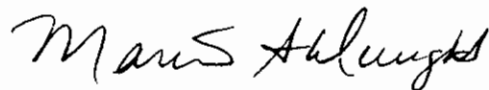
ARTICLE 10

INCORPORATORS

The name and address of the incorporator of the Corporation is:

Marianne S. Dwight

3213 Bonnie, Austin, Texas 78703



Marianne S. Dwight, Incorporator



Office of the Secretary of State

May 27, 2008

Marianne S Dwight
Liveable City
3213 Bonnie
Austin, TX 78703

Nonprofit Periodic Report – First Notification Letter

Re: Liveable City
File Number: **800064908**

Dear Registered Agent:

A nonprofit corporation is required by law to file a periodic report with the Secretary of State not more than once every four years. You are hereby notified that the above referenced nonprofit corporation is required to file the periodic report at this time. This periodic report should be completed and received by this office on or before **June 26, 2008**. Failure to file the periodic report when due will result, after notice, in the forfeiture of the corporation's right to conduct affairs in the state of Texas and could ultimately result, after notice, in the involuntary dissolution or termination of the domestic corporation or the revocation of the registration of the foreign corporation.

One copy of the required periodic report is enclosed, along with instructions for completing the report. Make any necessary changes to the preprinted information by typing or printing the new information in the area provided. Submit the periodic report, along with the required filing fee that is shown on the attached report, to the mailing address on the report form. **Please make a copy of this report prior to mailing and retain for the corporation's records.**

For your convenience, the periodic report may be filed online through SOSDirect at <http://www.sos.state.tx.us/corp/sosda/index.shtml>.

If you have any questions about filing the periodic report or require assistance filing online using SOSDirect, please call 512-475-2705 or e-mail ReportsUnit@sos.state.tx.us.

Sincerely,
Reports Unit
Business and Public Filings Division

Enclosure



Office of the Secretary of State

June 27, 2008

Marianne S Dwight
Liveable City
3213 Bonnie
Austin, TX 78703

Nonprofit Periodic Report – Second Notification Letter

Re: Liveable City
File Number: **800064908**

Dear Registered Agent:

Our records show that the above referenced corporation was notified over thirty (30) days ago of the need to file with this office the report required by law. You are hereby notified that the corporation's right to conduct affairs has been forfeited as of the date of this letter for failure to file the report. The corporation's right to conduct affairs may be revived by submitting the attached periodic report to this office, along with the required filing fee. This periodic report should be completed and received by this office on or before **October 27, 2008** to avoid the involuntary dissolution or termination of the domestic corporation or the revocation of the registration of the foreign corporation.

One copy of the required periodic report is enclosed, along with instructions for completing the report. Make any necessary changes to the preprinted information by typing or printing the new information in the area provided. Submit the periodic report, along with the required filing fee that is shown on the attached report, to the mailing address on the report form. Please make a copy of this report prior to mailing and retain for the corporation's records.

Please disregard this notice if you have mailed your document for processing within the last seven (7) days. If your records reflect that you filed the required report, please send a copy of your cancelled check showing payment of the filing fee.

For your convenience, the periodic report may be filed online through SOSDirect at <http://www.sos.state.tx.us/corp/sosda/index.shtml>.

If you have any questions about filing the periodic report or require assistance filing online using SOSDirect, please call 512-475-2705 or e-mail ReportsUnit@sos.state.tx.us.

Sincerely,
Reports Unit
Business and Public Filings Division

Enclosure



Office of the Secretary of State
Reports Unit
P.O. Box 12028
Austin, Texas 78711-2028
(Form 802)

Filed in the Office of the
Secretary of State of Texas
Filing #: 800064908 07/01/2008
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PERIODIC REPORT - NONPROFIT CORPORATION

File Number: **800064908**

1. The corporation name is: **Liveable City**
2. It is incorporated under the laws of: **TEXAS, USA**
3. The name of the registered agent is: **Mark Yznaga**
4. The registered office address, which is identical to the business office address of the registered agent in Texas, is:
611 South Congress Suite 200, Austin, TX, USA 78704
5. If the corporation is a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated, is:

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6. The names and addresses of all directors of the corporation are:

Director/Executive 1: (Individual Name) Cathy Echols	Title: Director
Address: 4002 Avenue C Austin, TX, USA 78751	
Director/Executive 2: (Individual Name) Robin Rather	Title: Director
Address: 805 Ethel Street Austin, TX, USA 78704	
Director/Executive 3: (Individual Name) Ann Kitchen	Title: Director
Address: 2401 Briargrove Austin, TX, USA 78704	
Director/Executive 4: (Individual Name) Mark Yznaga	Title: Director
Address: 2401 Briargrove Austin, TX, USA 78704	
Director/Executive 5: (Individual Name) Eva DeLuna Castro	Title: Director
Address: 8508 Spearman Austin, TX, USA 78757	
Director/Executive 6: (Individual Name) Bill Spelman	Title: Director
Address: 3802 Avenue F Austin, TX, USA 78751	
Director/Executive 7: (Individual Name) Brian Donovan	Title: Director
Address: 508 Gerard St Austin, TX, USA 78751	
Director/Executive 8: (Individual Name) David Foster	Title: Director
Address: 1902 Forestglade Austin, TX, USA 78745	
Director/Executive 9: (Individual Name) Jim Walker	Title: Director
Address: 3102 Breeze Terrace Austin, TX, USA 78722	
Director/Executive 10: (Individual Name) Marguerite Jones	Title: Director

Address: 1011 Grove Blvd #105 Austin, TX, USA 78741	
Director/Executive 11: (Individual Name) Susan Moffat	Title: Director
Address: 4112 Speedway Austin, TX, USA 78751	
Director/Executive 12: (Individual Name) Louis Malfaro	Title: Director
Address: 312 West 12th Austin, TX, USA 78701	
Director/Executive 13: (Individual Name) John Michael Cortez	Title: Director
Address: 618 West 51st #103 Austin, TX, USA 78751	
Director/Executive 14: (Individual Name) Jill McRae	Title: Director
Address: 709 Bouldin Austin, TX, USA 78704	
Director/Executive 15: (Individual Name) Elizabeth Mueller	Title: Director
Address: 3213 French Place Austin, TX, USA 78722	
Director/Executive 16: (Individual Name) Oden Michael	Title: Director
Address: 3213 French Place Austin, TX, USA 78722	
Director/Executive 17: (Individual Name) Brigid Shea	Title: Director
Address: 2604 Geraghty Austin, TX, USA 78757	
Director/Executive 18: (Individual Name) Niyanta Spelman	Title: Director
Address: 3802 Avenue F Austin, TX, USA 78751	
Director/Executive 19: (Individual Name) Bruce Willenzik	Title: Director
Address: 3404 Grooms Austin, TX, USA 78751	

7. The names, addresses and titles of all officers of the corporation are:

Officer 1: (Individual Name) Mark Yznaga	Title: President
Address: 2401 Briargrove Austin, TX, USA 78704	
Officer 2: (Individual Name) David Foster	Title: Secretary
Address: 1902 Forestglade Austin, TX, USA 78745	
Officer 3: (Individual Name) Brian Donovan	Title: Treasurer
Address: 508 Gerard St Austin, TX, USA 78751	
Officer 4: (Individual Name) Susan Moffat	Title: Vice-Chair
Address: 4112 Speedway Austin, TX, USA 78751	

Execution:

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: **July 1, 2008**

Mark Yznaga

Signature of authorized officer